

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	Case No. 05-44481 (rdd)
DELPHI CORPORATION, <i>et al.</i>,)	
)	(Jointly Administered)
Debtors.)	
)	

**MOTION OF CSX TRANSPORTATION, INC. TO COMPEL THE PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(b)(1)(A)**

CSX Transportation, Inc. (“CSXT”), by and through its undersigned counsel, files this motion (“Motion”) to compel the payment of CSXT’s administrative expense claim in the current amount of \$259,590.00 against Delphi Corporation (collectively, the “Debtors”) and in support of its Motion, CSXT respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334.
2. This is a core proceeding under 28 U.S.C. § 157(b)(2).
3. The venue of this chapter 11 case and this Motion is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

4. On October 8 and 14, 2005, the Debtors filed voluntary petitions with this Court for relief pursuant to chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”).

5. On January 25, 2008, the Court entered an order confirming the Debtors' Joint Plan of Reorganization of Delphi Corporation (the "Plan"). The Plan has not become effective.

6. On March 20, 2008, CSX filed an administrative expense claim in the amount of \$212,573.70 for unpaid postpetition freight and transportation services and expenses, which the Debtors' claims agent, Kurtzman Carson Consultants, LLC, identified as claim number 16813 ("Claim No. 16813"). Attached to Claim No. 16813 are copies of the applicable accounts receivable summaries and each of the invoices comprising Claim No. 16813.

7. On June 27, 2008, the Debtors filed their Thirtieth Omnibus Objection pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claim, (D) Books and Records Claims, (E) Untimely Claims, and (F) Claims Subject to Modification (the "Claim Objection"), objecting to, among others, Claim No. 16813. The basis for the Debtors' objection to Claim No. 16813 is that Claim No. 16813 was "untimely" and the liabilities were "not reflected on the Debtors' books and records." Claim Objection, ¶ 23.¹

8. On July 23, 2008, CSXT filed its Response to the Claim Objection. Since July 2008, CSXT contacted the Debtors and Debtors' counsel both directly and through counsel in an attempt to reconcile and resolve any actual legitimate disputes with regard to Claim No. 16813. To date, the Debtors have failed to provide any legitimate basis for their failure to pay Claim No. 16813.

¹ On or about July 7, 2008, counsel for the Debtors advised counsel for CSX that the Debtors were prosecuting the Claim Objection against Claim No. 16813 solely on the grounds that the liabilities were not reflected on the Debtors' books and records and were no longer objecting to Claim No. 16813 as untimely.

RELIEF REQUESTED

9. As set forth in Claim No. 16813 and the attachments thereto, subsequent to the Petition Date, CSXT provided, and continues to provide, the Debtors with certain freight and transportation services (collectively, the “Postpetition Services”).

10. To date, the Debtors have failed to compensate CSXT for the Postpetition Services that were rendered to the Debtors. A summary of the outstanding freight bills comprising the postpetition balance for the Postpetition Services rendered by freight bill and date is attached hereto and marked as Exhibit A.

11. Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, claims for which the underlying consideration provided was an actual and necessary cost or expense to the debtor to preserve the estate shall be allowed as administrative expenses entitled to priority under section 507(a)(1) of the Bankruptcy Code. In order for a claim to be allowed as administrative expense claim: (i) there must be a postpetition transaction between the creditor and the debtor and (ii) the estate must receive a benefit from the transaction. See In re Bethlehem Steel Corp., 479 F.3d 167 (2d Cir. 2007) (“[A]n expense is administrative only if it arises out of a transaction between the creditor and the bankrupt’s trustee or debtor in possession, and only to the extent that the consideration supporting the claimant’s right to payment was both supplied to and beneficial to the debtor-in-possession in the operation of the business.”).

12. At all times relevant to this Motion, the postpetition freight and transportation services provided by CSXT were provided to the Debtors as debtors-in-possession for the benefit of the Debtors and their estates. The amount sought by CSXT in

this Motion is an actual and necessary cost associated with preservation of the estate pursuant to sections 503(b)(1) and 507(a)(2) of the Bankruptcy Code. The Postpetition Services provided by CSXT to the Debtors were and are an absolute necessity in a business such as the Debtors. CSXT provides freight and transportation services to the Debtors that enable them produce and sell their products and goods for their customers. The Debtors must compensate CSXT for the provision of such services pursuant to the Bankruptcy Code.

13. The amount currently due and owing to CSXT for freight and transportation services provided to the Debtors subsequent to the Petition Date is \$259,590.00. Accordingly, CSXT seeks the entry of an order allowing an administrative expense claim in this amount and directing that the Debtors pay that amount to CSXT immediately.

14. CSXT expressly reserves the right to seek additional amounts that may become due and owing from the Debtors.

WHEREFORE, CSX Transportation, Inc. respectfully requests that the Court enter an Order (i) granting CSXT an allowed administrative expense claim, pursuant to sections 503(b)(1) and 507(a)(1) of the Bankruptcy Code, in the amount of \$259,590.00 and directing the Debtors to pay such amount to CSXT immediately; (ii) requiring the Debtors to timely pay CSXT on a going-forward basis any additional amounts as they become due; and (iii) granting such other and further relief as this Court deems just and appropriate.

Dated: Richmond, Virginia
April 3, 2009

Respectfully Submitted,
McGUIREWOODS LLP

By: /s/ John H. Maddock
John H. Maddock III (JM9924)
Daniel F. Blanks
McGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219
Telephone: (804) 775-1000
Facsimile: (804) 775-1061

COUNSEL FOR CSX
TRANSPORTATION, INC.

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	Case No. 05-44481 (rdd)
DELPHI CORPORATION, <i>et al.</i>,)	
)	(Jointly Administered)
Debtors.)	
)	

**ORDER GRANTING THE MOTION OF CSX TRANSPORTATION,
INC.'S TO COMPEL THE PAYMENT OF ADMINISTRATIVE
EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(b)(1)**

Upon the Motion of CSX Transportation, Inc. to Compel the Payment of
Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(1) (the "Motion"), and after
due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion¹ is granted;
2. CSX Transportation, Inc. is hereby granted an allowed administrative
expense claim, pursuant to sections 503(b)(1) and 507(a)(1) of the Bankruptcy Code, in the
amount of \$259,590.00;
3. The Debtors are directed to pay such amount to CSX Transportation, Inc.
within five (5) business days from the date of this Order; and
4. The Debtors are hereby directed timely pay CSX Transportation, Inc. on a
going-forward basis any additional amounts as they become due.

Dated: April __, 2009

United States Bankruptcy Judge

\7897459.1

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed in the Motion.

EXHIBIT A

BEYOND TERMS FOR

N/A 113225

DELPHI AUTOMOTIVE

FRTB#	BOLNUM	WBDTE	CAR-ID	ORIGIN	DESTINATION	AMTRCVD	BALDUE	AGE	TARAUTH
14596153	4000034985	1/4/2006	PLWX016091	BAUXITE	AR FLINT MI	\$0.00	\$6,447.27	956	UP 3334
24345668	344465	2/26/2008	WE 002623	CANTON	OH ATHENS AL	\$3,436.60	\$655.86	387	CSXT 20231
24348845	343296	2/20/2008	WE 002789	CANTON	OH ATHENS AL	\$3,436.60	\$621.62	387	CSXT 20231
24365587	345685	3/5/2008	TR 585588	CANTON	OH ATHENS AL	\$3,487.74	\$667.70	386	CSXT 20231
24402988	346603	3/11/2008	CSXT486457	CANTON	OH ATHENS AL	\$3,315.77	\$901.64	383	CSXT 20231
24472174	347756	3/18/2008	CSXT707002	CANTON	OH ATHENS AL	\$3,240.62	\$886.26	377	CSXT 20231
24485803	348146	3/20/2008	WE 002600	CANTON	OH ATHENS AL	\$3,204.64	\$878.91	376	CSXT 20231
25801909	365255	7/11/2008	TR 527140	CANTON	OH ATHENS AL	\$0.00	\$4,239.55	264	CSXT 20231
25940379	366170	7/23/2008	GNRR006089	CANTON	OH ATHENS AL	\$0.00	\$4,300.35	252	CSXT 20231
26057203	367693	7/30/2008	CSXT481875	CANTON	OH ATHENS AL	\$0.00	\$4,255.94	242	CSXT 20231
26190776	370038	8/13/2008	CSXT708853	CANTON	OH ATHENS AL	\$0.00	\$4,387.06	231	CSXT 20231
26648568	374523	9/22/2008	WE 800478	CANTON	OH ATHENS AL	\$0.00	\$4,504.83	191	CSXT 20231
26648587	374516	9/22/2008	WE 800404	CANTON	OH ATHENS AL	\$0.00	\$4,488.91	191	CSXT 20231
27259205	381982	11/14/2008	WE 002326	CANTON	OH ATHENS AL	\$0.00	\$4,255.48	139	CSXT 20231
27336771	383100	11/21/2008	TR 585525	CANTON	OH ATHENS AL	\$0.00	\$4,283.36	131	CSXT 20231
27844085	385857	1/16/2009	TR 585535	CANTON	OH ATHENS AL	\$0.00	\$4,017.52	74	CSXT 20231
24403525	346589	3/11/2008	CSXT708895	CANTON	OH SAGINAW MI	\$2,126.91	\$575.39	383	CSXT 20231
24410833	346591	3/14/2008	CSXT485631	CANTON	OH SAGINAW MI	\$2,085.02	\$566.00	382	CSXT 20231
24472711	347871	3/19/2008	CSXT486796	CANTON	OH SAGINAW MI	\$2,186.91	\$588.84	377	CSXT 20231
24472733	346596	3/18/2008	WE 002340	CANTON	OH SAGINAW MI	\$2,169.05	\$584.84	377	CSXT 20231
27714161	385856	12/30/2008	TR 527142	CANTON	OH SAGINAW MI	\$0.00	\$2,734.39	90	CSXT 20231
28316590	393667	2/26/2009	WE 800399	CANTON	OH SAGINAW MI	\$0.00	\$2,754.42	25	CSXT 20231
28335771	394724	3/9/2009	WE 487677	CANTON	OH SAGINAW MI	\$0.00	\$2,760.35	23	CSXT 20231
28371371	395139	3/13/2009	WE 286628	CANTON	OH SAGINAW MI	\$0.00	\$2,787.45	20	CSXT 20231
17959857	301558	9/22/2006	EJE 018564	EAST CHIC	IN ATHENS AL	\$3,441.80	\$403.67	920	CSXT 33100
15646716		4/1/2006		JACKSONVI	FL	\$0.00	\$1,344.95	999	
15646717		4/1/2006		JACKSONVI	FL	\$0.00	\$375.88	999	
17228035		8/1/2006		JACKSONVI	FL	\$0.00	\$1,228.31	976	
17228036		8/1/2006		JACKSONVI	FL	\$0.00	\$155.93	976	
17652289		9/1/2006		JACKSONVI	FL	\$0.00	\$214.93	945	
17652290		9/1/2006		JACKSONVI	FL	\$0.00	\$114.83	945	
18031421		9/30/2006		JACKSONVI	FL	\$0.00	\$303.33	914	
18435641		11/1/2006		JACKSONVI	FL	\$0.00	\$456.05	884	
18817841		12/1/2006		JACKSONVI	FL	\$0.00	\$677.62	854	

BEYOND TERMS FOR

N/A 113225

DELPHI AUTOMOTIVE

18817842	12/1/2006	JACKSONVI	FL	\$0.00	\$149.55	854					
19181248	12/31/2006	JACKSONVI	FL	\$0.00	\$596.53	821					
19536596	2/1/2007	JACKSONVI	FL	\$0.00	\$621.35	791					
19873640	3/1/2007	JACKSONVI	FL	\$0.00	\$768.06	763					
20250716	4/1/2007	JACKSONVI	FL	\$0.00	\$458.64	731					
20609635	5/1/2007	JACKSONVI	FL	\$0.00	\$260.96	703					
20609636	5/1/2007	JACKSONVI	FL	\$0.00	\$82.57	703					
20997595	6/1/2007	JACKSONVI	FL	\$0.00	\$849.92	672					
20997596	6/1/2007	JACKSONVI	FL	\$0.00	\$112.43	672					
21370302	7/1/2007	JACKSONVI	FL	\$0.00	\$599.16	641					
21370303	7/1/2007	JACKSONVI	FL	\$0.00	\$108.10	641					
21722304	8/1/2007	JACKSONVI	FL	\$0.00	\$154.95	611					
21722305	8/1/2007	JACKSONVI	FL	\$0.00	\$113.90	611					
22094042	9/1/2007	JACKSONVI	FL	\$0.00	\$282.32	580					
22094043	9/1/2007	JACKSONVI	FL	\$0.00	\$78.95	580					
22452599	9/30/2007	JACKSONVI	FL	\$0.00	\$521.69	550					
22831510	11/1/2007	JACKSONVI	FL	\$0.00	\$220.04	519					
23195120	12/1/2007	JACKSONVI	FL	\$0.00	\$285.75	489					
23532792	12/31/2007	JACKSONVI	FL	\$0.00	\$73.73	456					
23882625	2/1/2008	JACKSONVI	FL	\$0.00	\$116.64	426					
24587242	3/31/2008	JACKSONVI	FL	\$0.00	\$173.22	366					
24944154	4/30/2008	JACKSONVI	FL	\$0.00	\$64.67	337					
25311208	5/31/2008	JACKSONVI	FL	\$0.00	\$353.47	305					
25311209	5/31/2008	JACKSONVI	FL	\$0.00	\$263.52	305					
25656895	6/30/2008	JACKSONVI	FL	\$0.00	\$205.34	276					
26014139	8/1/2008	JACKSONVI	FL	\$0.00	\$149.14	245					
26728466	9/30/2008	JACKSONVI	FL	\$0.00	\$1,213.85	184					
27095854	11/1/2008	JACKSONVI	FL	\$0.00	\$440.76	153					
27407522	11/30/2008	JACKSONVI	FL	\$0.00	\$412.23	123					
27687487	12/31/2008	JACKSONVI	FL	\$0.00	\$217.34	91					
27962298	1/31/2009	JACKSONVI	FL	\$0.00	\$501.48	60					
28234324	2/28/2009	JACKSONVI	FL	\$0.00	\$50.16	32					
24786771	401177330	1/29/2008	NCIX000102	MONACA	PA	EAST ST L IL	\$0.00	\$3,776.00	351	CSXT	82431
25096750	401184709	3/3/2008	NCIX001374	MONACA	PA	EAST ST L IL	\$0.00	\$3,763.00	325	CSXT	82431
18857538	401063714	11/3/2006	NCIX001866	MONACA	PA	MATAMOROS TM	\$0.00	\$9,137.00	567	CSXT	43989

BEYOND TERMS FOR

N/A 113225

DELPHI AUTOMOTIVE

18858882	401059880	10/20/2006	NCIX001841	MONACA	PA	MATAMOROS	TM	\$0.00	\$9,451.00	567	CSXT	43989
21046733	401098660	3/20/2007	NCIX001866	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,185.00	567	CSXT	43989
21496225	401111661	5/2/2007	NAHX581279	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,401.00	631	CSXT	43989
22741662	401083343	1/19/2007	NCIX001859	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,365.00	527	CSXT	43989
22741663	401048775	9/8/2006	NCIX000146	MONACA	PA	MATAMOROS	TM	\$0.00	\$9,483.00	527	CSXT	43989
22741664	401089104	2/8/2007	NCIX058096	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,474.00	527	CSXT	43989
22741665	401076215	12/20/2006	NAHX581180	MONACA	PA	MATAMOROS	TM	\$0.00	\$8,980.00	527	CSXT	43989
23405261	401158438	11/2/2007	UTCX046358	MONACA	PA	MATAMOROS	TM	\$0.00	\$11,088.00	472	CSXT	43989
23405262	401121213	6/11/2007	NCIX001150	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,510.00	472	CSXT	43989
23405263	401134675	7/30/2007	NAHX581180	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,510.00	472	CSXT	43989
23405264	401116382	5/22/2007	NCIX058088	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,401.00	472	CSXT	43989
23405265	401147953	9/20/2007	NCIX001795	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,907.00	472	CSXT	43989
23405266	401143283	8/31/2007	NCIX001859	MONACA	PA	MATAMOROS	TM	\$0.00	\$10,654.00	437	CSXT	43989
23405267	401160121	11/12/2007	NCIX058088	MONACA	PA	MATAMOROS	TM	\$0.00	\$11,088.00	472	CSXT	43989
24037912	401172214	12/31/2007	NCIX001866	MONACA	PA	MATAMOROS	TM	\$0.00	\$11,304.00	413	CSXT	43989
TOTALS								\$32,131.66	\$251,396.86			

Pg 11 of 12
BEYOND TERMS
N/A 113302
DELPHI ENERGY

FRTB#	BOLNUM	WBDTE	CAR-ID	ORIGIN	DESTINATION	AMTRCVD	BALDUE	AGE	TARAUTH
16653937	BOL1535658	6/15/2006	PLWX016091	NORTH FLI MI	MUSKOGEE OK	\$0.00	\$4,819.24	999	CSXT 33120

BEYOND TERMS FOR

N/A 121705

DEKPHI SAGINAW

FRTB#	BOLNUM	WBDTE	CAR-ID	ORIGIN	DESTINATION	AMTRCVD	BALDUE	AGE	TARAUTH
23453429	334362	12/20/2007	WE 002311	CANTON	OH ATHENS AL	\$3,216.42	\$810.54	468	CSXT 33100
24164793	325208	2/25/2008	IHB 000347	EAST CHIC	IN ATHENS AL	\$2,782.01	\$959.42	402	CSXT 3312
19169049	305671	12/30/2006	IHB 000316	EAST CHIC	IN SAGINAW MI	\$2,162.16	\$55.60	477	CSXT 3312
20244806	309985	3/30/2007	IHB 000490	EAST CHIC	IN SAGINAW MI	\$2,253.74	(\$79.28)	733	CSXT 33100
23501872	322577	12/27/2007	CSXT708696	EAST CHIC	IN SAGINAW MI	\$1,817.74	\$458.07	296	CSXT 33100
20610276		5/1/2007		JACKSONVI	FL	\$0.00	\$88.93	703	
20998242		6/1/2007		JACKSONVI	FL	\$0.00	\$105.13	672	
22832200		11/1/2007		JACKSONVI	FL	\$0.00	\$82.82	519	
23533448		12/31/2007		JACKSONVI	FL	\$0.00	\$166.35	456	
24230888		3/1/2008		JACKSONVI	FL	\$0.00	\$191.67	397	
24587908		3/31/2008		JACKSONVI	FL	\$0.00	\$422.92	366	
24944827		4/30/2008		JACKSONVI	FL	\$0.00	\$60.28	337	
25311855		5/31/2008		JACKSONVI	FL	\$0.00	\$50.34	305	
TOTALS						\$12,232.07	\$3,372.79		